

Hearing Date and Time: January 11, 2007 at 10:00 a.m.

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UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
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DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
	:	(Jointly Administered)
Debtors.	:	
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**JOINDER/SUPPORT OF CERTAIN PARTIES TO DEBTORS'  
EXPEDITED MOTION FOR ORDER AUTHORIZING AND APPROVING  
THE EQUITY PURCHASE AND COMMITMENT AGREEMENT PURSUANT  
TO SECTION 105(a), 363(b), 503(b) AND 507(a) OF THE BANKRUPTCY CODE  
AND THE PLAN FRAMEWORK SUPPORT AGREEMENT PURSUANT TO  
SECTIONS 105(a), 363(b) AND 1125(a) OF THE BANKRUPTCY CODE**

Appaloosa Management L.P., A-D Acquisition Holdings, LLC, Harbinger Capital Partners, LLC and Harbinger Del-Auto Investments Company, Ltd., (together, the “Appaloosa/Harbinger Parties”) together with and through certain of their affiliates, creditors, parties-in-interest, and equity security holders of Delphi Corporation (“Delphi”), and parties to

the Equity Purchase and Commitment Agreement and the Plan Framework Support Agreement, by and through their undersigned counsel, hereby join and/or support the Expedited Motion (the “Motion”)<sup>1</sup> filed by Delphi and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (the “Debtors”) for an Order Authorizing and Approving the Debtors’ Entry into the Equity Purchase and Commitment Agreement Pursuant to Sections 105(a), 363(b), 503(b), and 507(a) of title 11 of the United States Code (the “Bankruptcy Code”) and the Plan Framework Support Agreement Pursuant to Sections 105(a), 363(b), and 1125(e) of the Bankruptcy Code, and respectfully represent as follows:

### **Background**

1. On October 8 and 14, 2005, Delphi and certain of its U.S. subsidiaries and affiliates filed voluntary petitions in this Court for relief under chapter 11 of the Bankruptcy Code. The Debtors continue to operate their businesses and manage their properties as debtors-in-possession pursuant to §§ 1107(a) and 1108 of the Bankruptcy Code. This court entered orders directing the joint administration of the Debtors’ chapter 11 cases.

2. On December 18, 2006, the Debtors filed the Motion, which requests, among other things, that the Court enter an order approving the Debtors’ entry into the Equity Purchase and Commitment Agreement and the Plan Framework Support Agreement. [Docket No. 6179]

### **Joinder/Support**

3. The Appaloosa/Harbinger Parties hereby join and/or support the Debtors’ Motion and agree with the justifications for the proposed relief set forth in the Motion. The Appaloosa/Harbinger Parties submit that the relief requested is in the best interests of the

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<sup>1</sup> Capitalized terms used but not otherwise defined herein shall have the meaning ascribed to such terms in the Motion.

Debtors and their estates and accordingly, the Appaloosa/Harbinger Parties join and/or support the Debtors' request for relief as set forth in the Motion and move the Court to enter an order approving the relief sought by the Debtors therein. The Appaloosa/Harbinger Parties reserve the right to submit reply papers in connection with the Motion.

**Conclusion**

4. For the reasons set forth in the Motion, the Appaloosa/Harbinger Parties respectfully request this Court to grant the relief sought in the Motion and such other relief as the Court may deem just and proper.

Dated: New York, New York  
January 5, 2007

WHITE & CASE LLP

By: /s/ Thomas E. Lauria  
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